

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:
	:
	:
Debtors. ¹	:
-----X	

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

**AFFIDAVIT AND DISCLOSURE STATEMENT OF RAFAEL E. AGUILÓ-
VÉLEZ, ON BEHALF OF SCHUSTER AGUILÓ LLC**

COMMONWEALTH OF PUERTO RICO) s.s.

Rafael E. Aguiló-Vélez, being duly sworn, upon his oath, deposes and says as follows:

1. I am an attorney at law and Capital Member of Schuster Aguiló LLC, located at 221 Ponce de León Avenue, 15th Floor, San Juan, Puerto Rico 00917-1815 (the “**Firm**”).
2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited to, the following: legal advice on all aspects of employment matters of operating in Puerto Rico; representation of the Debtors in employment and civil litigation matters before all Puerto Rico and federal courts and administrative forums; and training and seminars to management on all aspects of employment matters of operating in Puerto Rico.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person’s attorneys, or such person’s accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$125,615.90 in professional fees and \$4,386.02 in reimbursable expenses, for a total owed of \$130,001.92 with respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on November 20, 2018, 2018, at San Juan, Puerto Rico.

Rafael E. Aguiló-Vélez, Esq.

Affidavit No. 190

SWORN TO AND SUBSCRIBED BEFORE ME by Rafael E. Aguiló-Vélez, of legal age, single, an attorney at law in Puerto Rico, and resident of Guaynabo, Puerto Rico, whom I attest to be personally known to me, in San Juan, Puerto Rico, this 20th day of November 2018.

NOTARY PUBLIC



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re

	:	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	:	
	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate.

If more space is needed, please complete on a separate page and attach.

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1. Name and address of professional:

Schuster Aguiló LLC. Physical Address: 221 Ponce de León Avenue, 15th Floor, San Juan, Puerto Rico 00917-1815. Postal Address: PO Box 363128, San Juan, Puerto Rico 00936-3128.

2. Date of retention: July 1995.

3. Type of services to be provided:

Legal Advice and Representation.

4. Brief description of services to be provided:

Legal advice on all aspects of employment matters of operating in Puerto Rico; representation of the Debtors in employment and civil litigation matters before all Puerto Rico and federal courts and administrative forums; and training and seminars to management on all aspects of employment matters of operating in Puerto Rico.

5. Arrangements for compensation (hourly, contingent, etc.):

Compensation is based on an hourly basis pursuant to following hourly rates:

Billing Rates Range		Rates	
Capital Members	180.00 - 260.00	Carl Schuster	225.00
		Rafael E. Aguiló	225.00
		Anabel Rodríguez	204.00
		Mariela Rexach	195.00
		Lourdes Hernández	187.00
		Shiara Diloné	178.00
		Elizabeth Pérez	178.00
		Pedro Busó	178.00
Members	160.00 - 200.00	José A. Ruiz	170.00
		Ana Rosado	165.00
		Erika Berríos	165.00
		Daniel Quiles	157.00
Senior Counsels	175.00 - 280.00	Victor Comolli	225.00
		Rosalie Irizarry-Silvestrini	178.00
		José Dávila Caballero	170.00
		Ana M. Bigas	161.00
		Glorimar Acevedo	165.00
		Vanessa I. Marzán	165.00
5th to 10th years associates	150.00 - 180.00	Andrés C. Gorbea	153.00
		María Echenique	153.00
		Ana Beatriz Rivera	136.00
2nd year associates	120.00 - 130.00	Sashmarie Rivera	110.00
1st year associates	110.00 - 120.00	Daniel Limés	110.00
		Alberto Tabales	110.00
Law Clerks	90.00 - 105.00	Irene Viera	89.00
Paralegals	75.00 - 90.00	Roberto Carattini	76.00
		Kathleen del Valle	76.00

(a) Average hourly rate (if applicable): N/A

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

Average monthly billings for professional fees and reimbursable expenses over the twelve-month period comprised between October 1st, 2017 and September 30th, 2018 was \$38,640.20.

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$\$130,001.92 (\$125,615.90 in professional fees and \$4,386.02 in reimbursable expenses)

Date claim arose: The claimed amount above was owed to the Firm as of the commencement of this chapter 11 case.

Nature of claim: Fees and reimbursable expenses for legal advice on employment matters; and, representation of the Debtors in employment and civil litigation matters before all Puerto Rico and federal courts and administrative forums.

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company: None.

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

As of the date of this Questionnaire, the Firm is not aware of any. During the period of its employment the Firm will monitor and conduct appropriate inquiries as necessary to identify any interest adverse to the Debtors or to their estates with respect to the matters on which the Firm is employed by the Debtors; and, should any such adverse interest be identified, the Firm will supplement the information contained in this Questionnaire.

9. Name and title of individual completing this form:

Rafael E. Aguiló-Vélez, Capital Member.

Date : December 15, 2018